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8 Attorneys for The Billing Resource,
9 dba Integretel

10 UNITED STATES BANKRUPTCY COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION
13

14 In re
15 THE BILLING RESOURCE, dba
16 INTEGRETTEL, a California corporation,
17 Debtor.
18 Tax ID: 33-0289863
19

Case No. 07-52890 ASW

Chapter 11

**DECLARATION OF EVAN MEYER IN
SUPPORT OF MOTION TO APPROVE
USE OF CASH COLLATERAL**

20 Date: November 30, 2007
Time: 10:15 a.m.
21 Place: United States Bankruptcy Court
280 South First Street
San Jose, California
22 Judge: Hon. Arthur S. Weissbrodt
Courtroom: 3020
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1 I, Evan Meyer, declare as follows:

2 1. I am over the age of 18 years and if called upon to testify could and would testify
3 competently to the matters set forth herein based upon my own personal knowledge. I have a
4 Bachelor's of Science degree from California State Polytechnic University, Pomona, and a
5 Masters of Business Administration from the University of Washington. I am also a Certified
6 Public Accountant. I was a senior member of the Corporate Finance, Recovery and Disputes
7 group at Price Waterhouse LLP in San Francisco, California, from 1994 to 1998 where I assisted
8 management of financially troubled companies to achieve financial and operational stability. In
9 1998, I became Director of Finance of the debtor The Billing Resource dba Integretel (the
10 "Debtor") and later became Vice President of Finance of the Debtor. At the Debtor, I was
11 responsible for all finance, treasury, legal, human resources, and administrative functions.

12 2. I have been the Chief Financial Officer of PaymentOne Corporation ("P1") since
13 the formation of P1 in 2001. I am not an officer of the Debtor, but continue to provide financial
14 services to them through a contract arrangement. P1 is a subsidiary of the Debtor, with the Debtor
15 owning more than ninety-seven percent (97%) of P1's voting stock. Both P1 and the Debtor are in
16 substantially the same business, performing collection services for customers.

17 3. This declaration is submitted in support of the Debtor's request for further interim
18 use of cash collateral through December 14, 2007.

19 4. I have prepared a weekly operating cash budget for the Debtor for the period
20 commencing on the filing of this bankruptcy case and ending on December 28, 2007 (the
21 "Budget") reflecting the Debtor's latest results from previous weeks and projection for the coming
22 month. That Budget is attached hereto as Exhibit "A." This Budget assumes that the Debtor
23 continues to hold \$1.76 million in a blocked debtor in possession account throughout this period
24 pursuant to the Court's previous order.

25 5. The Budget indicates that the Debtor will be able to continue to operate during this
26 period with no new infusion of cash. The Budget indicates that there will be significant cash at all
27 times available for the Debtor, including in excess of \$3.0 million in unrestricted cash at the end of
28 December, as shown on line 46.

6. It is my professional opinion that the past results shown in the Budget are reasonably accurate, that the assumptions made in the Budget are reasonable, and that the Budget's projections of future financial results are also reasonable.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 29, 2007, at San Jose, California.

/s/ Evan Meyer

EVAN MEYER

The Billing Resource dba IntegreTel
Weekly Operating Cash Budget
For the Period Ending December 28, 2007

94% DEBTOR'S BUDGET
11-29-07 Revised Version

Week Ending	Actual 1	Actual 2	Actual 3	Actual 4	Actual 5	Actual 6	Actual 7	Actual 8	Actual 9	Actual 10	Actual 11	Actual 12	Actual 13	Actual 14	Actual 15	Total
9/27/07																
Cash Flows from Client Settlement Activities - PRE-PETITION																
1 CIC 402 cash payments from LEC for pre-petition pipeline	\$ 1,424,692	\$ 1,641,451	\$ 969,770	\$ 3,230,391	\$ 1,174,715	\$ 926,766	400,595	2,270,264	434,913	74,578	0	0	0	0	0	\$ 12,439,275
2 Less: (withheld) released LEC payments	(51,262)	(631,016)	(576,172)	(1,410,703)	745,666	(63,910)	685,321	665,321	0	0	0	0	0	0	0	(560,715)
3 Less: Verizon cash payments to bankruptcy (4)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4 Net CIC 402 cash payments from LEC for pre-petition pipeline	1,393,130	1,110,435	374,598	1,819,688	1,910,381	774,856	1,085,916	2,935,583	434,913	74,578	0	0	0	0	0	11,878,560
Cash Flows from Client Settlement Activities - POST-PETITION																
5 PaymentOne adequate protection payments	0	(579,016)	(864,694)	(403,205)	(495,421)	(401,859)	(605,987)	(382,986)	(239,812)	0	0	0	0	0	0	(4,142,044)
6 Florida receiver blocked account transfer (5)	0	(1,742,703)	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,742,703)
6a Additional legal costs in Florida action (6)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(50,000)
7 POL adequate protection payment	0	(132,530)	0	0	0	0	(63,722)	0	0	0	0	0	0	0	0	(196,252)
8 PCS blocked account transfer	0	(96,000)	0	0	0	0	0	0	0	0	0	0	0	0	0	(96,000)
9 Taxes from LECs transferred to restricted cash (pre-petition submissions)	0	0	0	0	0	0	(732,485)	0	0	0	0	0	0	0	0	(732,485)
10 Bank fees	(240)	(231)	51	(184)	(390,347)	218,114	0	0	0	0	0	0	0	0	0	(420)
11 Transfers (TO) FROM operating account	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(600,000)
12 TBR service fees earned	1,392,680	(1,408,343)	0	1,223,076	(250,460)	(42,982)	(67,624)	835,354	(65,093)	(57,568)	(55,637)	(49,947)	(51,865)	(51,565)	(51,565)	(1,054,729)
13 Net PRE-PETITION settlement cash flow	1,392,680	(1,408,343)	0	1,223,076	(250,460)	(42,982)	(67,624)	835,354	(65,093)	(57,568)	(55,637)	(49,947)	(51,865)	(51,565)	(51,565)	2,552,439
14 Beginning PRE-PETITION settlement cash balance	1,979,735	3,371,656	1,966,384	1,131,696	2,482,071	3,609,035	3,847,000	9,445,708	5,965,035	6,110,128	6,131,138	6,075,501	5,732,740	5,732,740	4,881,175	1,979,735
15 Net PRE-PETITION settlement cash flow	1,392,980	(1,405,542)	(753,283)	1,270,076	1,173,614	241,885	(401,291)	2,949,236	115,093	21,910	(95,637)	(291,187)	(51,565)	(51,565)	(50,000)	2,852,436
16 Ending PRE-PETITION settlement cash balance	3,371,656	1,966,384	1,213,101	2,402,071	3,605,105	3,847,035	3,445,708	5,965,035	6,110,128	6,131,138	6,075,501	5,732,740	5,732,740	4,881,175	4,831,175	4,831,175
Cash Flows from Client Settlement Activities - UNKNOWN PERIOD (PRE OR POST)																
17 CIC 402 cash payments from LEC for UNKNOWN PERIOD (8)	0	0	0	0	0	0	1,686,011	3,585,918	1,658,272	958,812	0	0	0	0	0	7,981,113
18 Less: (withheld) released LEC payments	0	0	0	0	0	0	(1,103,534)	983,286	(19,560)	(18,428)	0	0	0	0	0	(176,228)
19 Re-classifications to PRE and/or POST-PETITION	0	0	0	0	0	0	(455,733)	(3,838,182)	(1,442,378)	(457,197)	0	0	0	0	0	(6,182,472)
20 Net UNKNOWN PERIOD settlement cash flow	0	0	0	0	0	0	137,744	204,152	197,324	183,187	0	0	0	0	0	722,417
21 Beginning UNKNOWN PERIOD settlement cash balance	0	0	0	0	0	0	137,744	341,896	539,220	722,417	722,417	722,417	722,417	722,417	722,417	0
22 Net UNKNOWN PERIOD settlement cash flow	0	0	0	0	0	0	137,744	204,152	197,324	183,187	0	0	0	0	0	722,417
23 Ending UNKNOWN PERIOD settlement cash balance	0	0	0	0	0	0	137,744	341,896	539,220	722,417	722,417	722,417	722,417	722,417	722,417	722,417
Cash Flows from Client Settlement Activities - POST-PETITION																
24 Gross CIC 402 pipeline submitted to LECs post-petition	0	0	0	0	0	0	0	0	0	0	1,379,227	976,953	1,379,227	1,088,015	1,748,272	6,572,694
25 Less: LEC Reserve	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
26 Less: Verizon reserve increase related to bankruptcy (4)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
27 Less: LEC Holdback	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(241,250)
28 Less: LEC fees (2)	0	0	0	0	0	0	0	0	0	0	(83,443)	(59,106)	(83,443)	(65,895)	(105,770)	(397,648)
29 Less: Post-petition LEC Division	0	0	0	0	0	0	0	0	0	0	(115,855)	(82,064)	(115,855)	(91,477)	(146,855)	(552,108)
30 Less: Pre-petition LEC Division applied against post-petition traffic	0	0	0	0	0	0	0	0	0	0	(408,968)	(289,628)	(408,968)	(322,869)	(516,294)	(1,948,544)
31 Less: Transfers from LECs	0	0	0	0	0	0	0	0	0	0	(25,000)	(25,000)	(25,000)	(25,000)	(25,000)	(125,000)
32 Less: Transfers from LECs transferred to restricted cash	0	0	0	0	0	0	0	0	0	0	41,377	29,309	41,377	32,670	52,448	197,181
33 Add: Transfers in from UNKNOWN PERIOD, net	0	0	0	0	0	0	1,557,838	1,037,465	1,037,465	382,619	(41,377)	(29,309)	(41,377)	(32,670)	(52,448)	(197,181)
34 Net CIC 402 cash received from LEC for post-petition pipeline settlements	0	0	0	0	0	0	1,557,838	1,037,465	1,037,465	382,619	748,043	521,155	1,379,227	1,088,015	1,748,272	6,372,694
TBR service fees earned	0	0	0	0	0	0	(994,693)	0	(994,693)	0	0	(131,491)	(137,925)	(181,756)	(43,820)	(889,895)
35 Pre-payment of post-petition pipeline-TBR base	0	0	0	0	0	0	(603,038)	(305,168)	(225,594)	(794,874)	(471,398)	(312,322)	(343,244)	(339,019)	(263,202)	(5,002,146)
36 Pre-payment of post-petition pipeline-PaymentOne	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
37 60-day Settlement of remaining portion of post-petition pipeline-TBR base	0	0	0	0	0	0	0	0	0	0	0	(460,098)	(84,532)	(238,288)	(225,384)	(1,038,303)
38 60-day Settlement of remaining portion of post-petition pipeline-PaymentOne	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
39 60-day Settlement of PaymentOne billings NOT prepaid	0	0	0	0	0	0	0	0	0	0	0	(1,004,556)	(273,959)	(268,895)	(391,933)	(1,929,402)
40 Final settlement with clients (for days)	0	0	0	0	0	0	0	0	0	0	0	(25,000)	(25,000)	(25,000)	(25,000)	(100,000)
41 Net POST-PETITION settlement cash flow	0	0	0	0	0	0	(603,038)	1,772,730	396,958	97,743	324,645	(1,387,312)	(334,868)	(485,215)	(33,004)	(2,492,068)
42 Beginning POST-PETITION settlement cash balance	0	0	0	0	0	0	(603,038)	1,772,730	396,958	97,743	(639,222)	(314,678)	(1,701,989)	(2,036,857)	(2,525,072)	(2,492,068)
43 Net POST-PETITION settlement cash flow	0	0	0	0	0	0	(603,038)	1,772,730	396,958	97,743	(639,222)	(314,678)	(1,701,989)	(2,036,857)	(2,525,072)	(2,492,068)
44 Ending POST-PETITION settlement cash balance	0	0	0	0	0	0	(603,038)	1,772,730	396,958	97,743	(639,222)	(314,678)	(1,701,989)	(2,036,857)	(2,525,072)	(2,492,068)

The Billing Resource dba Integrated
Weekly Operating Cash Budget
For the Period Ending December 28, 2007

84% DEBTOR'S BUDGET
11-29-07 Revised Version

Week Ending	Actual 1	Actual 2	Actual 3	Actual 4	Actual 5	Actual 6	Actual 7	Actual 8	Actual 9	Actual 10	Actual 11	Actual 12	Actual 13	Actual 14	Actual 15	Total
46	3,371,626	1,962,264	1,211,965	2,452,871	2,739,446	2,398,475	1,298,859	5,222,526	5,922,291	6,214,233	6,481,241	4,804,732	4,418,300	3,078,519	3,061,523	3,061,523
47	0	0	0	0	0	0	269,285	2,031,345	3,236,144	3,681,950	4,467,970	4,937,597	3,884,491	3,450,029	4,030,563	4,030,563
48	0	0	0	0	0	0	55,216	185,814	1,401,628	2,232,839	3,062,869	3,406,942	2,680,259	2,387,972	2,781,088	2,781,088
49	0	0	0	0	0	0	1,110,996	3,821,298	3,689,352	3,590,088	3,400,342	1,387,791	1,798,001	690,547	280,435	280,435
Cash Flow from Operating Activities																
50	0	0	0	0	0	0	67,504	70,354	341,493	53,568	55,637	181,438	151,290	233,321	41,830	1,746,071
51	0	0	0	0	0	0	28,946	0	133,406	0	0	0	38,200	0	0	198,554
52	0	0	0	0	0	0	98,582	0	0	0	22	77,665	0	0	0	251,643
53	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	800,000
54	11,357	119,767	184	93,347	2,191,114	6,471	415	2,816	428	5,594	0	0	0	800,000	0	800,000
55	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
56	11,357	119,767	1,432	101,352	301,811	40,962	158,022	98,176	475,335	58,162	55,659	253,193	183,480	1,033,321	43,180	3,020,817
57	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
58	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
59	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
60	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
61	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
62	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
63	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
64	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
65	11,157	6,246	11,483	35,307	366,362	86,573	87,786	1,138,387	424,431	131,953	190,716	22,071	162,298	931,921	175,494	1,462,889
66	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
67	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
68	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
69	184,100	196,347	201,593	150,102	154,765	521,157	455,587	543,373	404,756	829,687	797,752	607,035	618,356	781,652	913,573	184,100
70	11,157	6,246	11,483	35,307	366,362	86,573	87,786	1,138,387	424,431	131,953	190,716	22,071	162,298	931,921	175,494	1,462,889
71	195,347	201,593	190,102	154,765	521,157	455,587	453,373	404,756	829,687	797,752	607,035	618,356	781,652	913,573	913,573	913,573
72	3,566,973	2,162,877	1,452,897	2,658,966	3,330,603	2,851,002	1,842,192	5,627,682	6,751,278	7,011,846	7,980,276	5,424,089	5,199,952	3,992,592	3,988,602	3,988,602
Restricted cash flows																
73	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
74	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
75	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
76	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
77	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
78	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
79	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
80	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
81	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

SEE NOTES ON SEPARATE PAGE.

The Billing Resource dba Integrated
Weekly Operating Cash Budget
For the Period Ending December 28, 2007

84% DEBTOR'S BUDGET
11-29-07 Revised Version

Week Ending	Actual 1	Actual 2	Actual 3	Actual 4	Actual 5	Actual 6	Actual 7	Actual 8	Actual 9	Actual 10	11	12	13	14	15	Total
	9/21/07	9/28/07	10/5/07	10/12/07	10/19/07	10/26/07	11/2/07	11/9/07	11/16/07	11/23/07	11/30/07	12/7/07	12/14/07	12/21/07	12/28/07	

NOTES:

- (1) Assumes current paid through retainers previously established through October 5, 2007.
- (2) Assumes LEC costs rolled from PARS and recovered from customer through either cash receipts, bill inflows and outflows related to process not reflected on this schedule. P1 and JCS received for services performed by accounting, finance, treasury, human resources, legal/bills, and settlement personnel on TBR's payroll.
- (3) Per the Verizon stipulation, approximately \$241,250 of the withheld payments will be retained as "Additional Reserves". In addition, \$723,750 will be retained as "Additional Reserves" from the September through November 2007 PARS (equates to \$24,250 per PAR month). Initial \$24,250 embedded in total amount of withheld payments on Line 2 pertaining to the August Verizon PARS. Updated budget assumes \$1.7 MM will remain in blocked account. Prior budget assumed return of \$1.7MM.
- (4) Budget assumes fees for Debtor and Creditors Committee Insolvency Counsel and financial advisor in the District of Columbia. Debtor will obtain a preliminary injunction with respect to the Florida litigation.
- (5) Per stipulation, Verizon released withheld payments totaling \$1,330,642 in 11/2 and 11/9.
- (6) LEC cash receipt includes a pre and post-petition amount. Further analysis required to determine correct classification. Once known, amounts will be transferred to appropriate bucket.
- (7) Updated budget assumes additional legal fees in the Florida action.
- (8) Customer Telco Billing validation revenue stream owned by PaymentOne.
- (9) 9/05 to 8/07 revenue amount was \$12.5k per month (contract minimum).
- (10) 9/07 amount was \$20.1k and 10/07 amount was \$74.1k. The \$74.1k for OCT included in the \$334.9k. TBR service was earned the week ended 11/18/07.